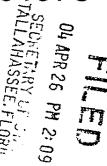


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BOYD & MARKS, L.L.C.

Attorneys & Counselors at Law

Joel E. Boyd Douglas D. Marks Melbourne Office:

709 S. Harbor Ciry Boulevard, Suite 230 Melbourne, Florida 32901 Telephone: (321) 724-2230 Facsimile: (321) 724-2114

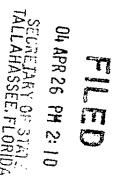
Please Reply To:

Melbourne

April 22, 2004

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 Suntree/Viera Office:

6767 N. Wickham Road, Suite 400 Melbourne, Florida 32940 Telephone: (321) 751-6030 Facsimile: (321) 751-6035



Re:

Articles of Organization of If Wishes Were Horses Equine Investments,

L.L.C.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Organization of If Wishes Were Horses Equine Investments, L.L.C., together with a check number 1679 for \$155.00 to cover the \$100.00 filing fee, \$25.00 fee for designation of registered agent and \$30.00 certified copy fee.

Once the Articles of Organization have been filed, please forward the certified copy of same to me to the address above indicated.

Very truly yours,

JOEL E. BOYD

JEB/lc Enclosures

cc: Mr. Douglas C. Vander Poest (w/out encl.)

ARTICLES OF ORGANIZATION.

<u>OF</u>

IF WISHES WERE HORSES EQUINE INVESTMENTS, L.L.C.

The undersigned, acting as the organizer of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of the limited liability company shall be IF WISHES WERE HORSES EQUINE INVESTMENTS, L.L.C. (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 2091 N. Harbor City Boulevard, Melbourne, FL 32935

ARTICLE III - DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization or Regulations of the Company, or by operation of law.

ARTICLE IV - MEMBERS

The name and address of the members of the Company are as follows:

Name	Address
REBECCA P. SCHULZE	8983 Okeechobee Boulevard Suite 202-149 West Palm Beach, Florida 33411
DOUGLAS C. VANDER POEST	2091 N. Harbor City Boulevard Melbourne, FL 32935

ARTICLE V - MANAGEMENT

The management of the Company shall be reserved to the managers, the names and addresses of whom are as follows:

Name

Address

REBECCA P. SCHULZE

8983 Okeechobee Boulevard Suite 202-149 West Palm Beach, Florida 33411

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of all of the remaining Members (other than the terminated Member and such member's successors-in-interest).

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 2091 N. Harbor City Boulevard, Melbourne, FL 32935. The name of the registered, agent of the Company at that address is DOUGLAS C. VANDER POEST.

DOUGLAS C. VANDER POEST

STATE OF FLORIDA COUNTY OF BREVARD

Sworn to and subscribed before me this day of _______, 2004, by DOUGLAS C. VANDER POEST, a Member of IF WISHES WERE HORSES EQUINE INVESTMENTS, L.L.C., a Florida limited liability company. Said person (check one) = is personally known to me, = produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or = produced other identification, to wit:______

JOEL E. BOYD
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD250067
EXPIRES 09/25/2007
FIGNORD THRU 1-888-NOTARY1

Print Name:
Notary Public, State of Florida
Commission No.:
My Commission Expires:

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

DOUGLAS C. VANDER POEST

Dated: <u>April 21</u>, 2004

OH APR 26 PH 2: 10
TALLAHASSEF FISIAL